

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

JAMES J. TRABUCCO
SENIOR GENERAL ATTORNEY
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August 6, 1982

RECORDATION NO. 5723-3
FILED 1175

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue
Washington, D.C. 20423

AUG 12 1982 1 02 PM
INTERSTATE COMMERCE COMMISSION

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RE: ICC Finance Docket No. 26168 ---
Southern Pacific Transportation Company
Equipment Trust Agreement, Series No. 46

Dear Ms. Mergenovich:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three (3) fully executed counterparts of Third Supplement dated as of August 1, 1982, to Equipment Trust Agreement dated as of April 1, 1970, creating Southern Pacific Transportation Company Equipment Trust, Series No. 46, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of April 1, 1970, recorded on May 19, 1970, at 4:25 PM, assigned Recordation No. 5723;

First Supplement to Equipment Trust Agreement dated as of November 1, 1974, recorded on December 26, 1974, at 1:15 PM, assigned Recordation No. 5723-A; and

Second Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 5723-B.

In connection with the recording of the Third Supplement dated August 1, 1982, to Equipment Trust Agreement dated April 1, 1970, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Ms. Agatha L. Mergenovich
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Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.
Fifteenth and Chestnut Streets
Philadelphia, Pennsylvania 19101

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of Equipment
Covered by Third Supplement:

Number of
Units

Description

4

70-ton flat cars; ACF Industries, Inc.,
builder; lettered SP and numbered
509706, 509707, 509708, and 509715.

When the recording of the Third Supplement to Equipment Trust Agreement has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative herewith, and return two of the same to her.

Very truly yours,

James J. Trabucco
James J. Trabucco

Enclosures

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INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST
SERIES NO. 46

THIRD
SUPPLEMENT TO EQUIPMENT TRUST
Dated as of August 1, 1982

FIRST PENNSYLVANIA BANK, N.A.
TO
SOUTHERN PACIFIC TRANSPORTATION COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the first day of August, 1982, between First Pennsylvania Bank, N.A. (formerly The First Pennsylvania Banking and Trust Company), a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of April 1, 1970, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series No. 46 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and title thereto vested in the Trustee thereunder and was leased to Southern Pacific Transportation Company; and

WHEREAS, pursuant to the provisions of said Equipment Trust, the Company has deposited with the Trustee an amount in cash equal to the fair value of Trust Equipment (all equipment described in and referred to in said Equipment Trust being therein referred to as "Trust Equipment") destroyed as provided in said Equipment Trust; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value,

determined as provided in the Equipment Trust, of the railroad equipment destroyed; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of one dollar to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Trust, Series No. 46, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
4	70-ton flat cars; ACF Industries, Inc., builder; lettered SP and numbered 509706, 509707, 509708, and 509715.

TO HAVE AND TO HOLD, as a part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

This Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

FIRST PENNSYLVANIA BANK, N.A., Trustee

By *Wm. J. L. ...*
Senior Corporate Trust Officer
& Assistant Secretary

Attest:

Guillemette
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By *W. T. ...*
Assistant Treasurer

Attest:

W. T. ...
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss.
CITY AND COUNTY OF PHILADELPHIA)

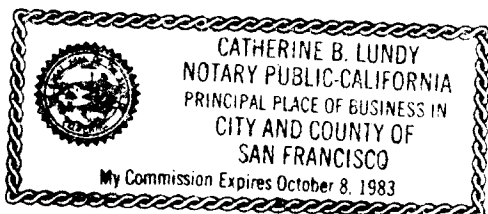
On this 4th day of August, 1982, before
me personally appeared PHYLLIS M. GIULIANTE, to me personally
known, who, being by me duly sworn, says that she is Senior
Corporate Trust Officer and Assistant Secretary of FIRST
PENNSYLVANIA BANK, N.A.; that one of the seals affixed to the
foregoing instrument is the corporate seal of said corporation;
and that said instrument was signed and sealed on behalf of
said corporation by authority of its Board of Directors; and
she acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.

Lynne N. McCorry
Notary Public

LYNNE N. MCCORRY
Notary Public, Phila., Phila. Co.
My Commission Expires May 5, 1986

STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

On this 26th day of July, 1982, before me personally appeared D. E. ENRIGHT, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of SOUTHERN PACIFIC TRANSPORTATION COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Catherine B. Lundy
Notary Public